

PURDUE PHARMA INC.**Minutes of a Meeting of
the Board of Directors****June 24, 2011**

A meeting of the Board of Directors of Purdue Pharma Inc., a New York corporation (the "Corporation"), and as the general partner of (i) Purdue Pharma L.P., a Delaware limited partnership (the "Partnership") and (ii) Purdue Holdings L.P., a Delaware limited partnership ("PHLP"), was held on June 24, 2011 (the "Meeting"). A quorum of the Board of Directors was present, and at the request of those Directors present, Stuart D. Baker acted as Secretary of the Meeting.

After discussion, and on motion duly made and seconded, it was unanimously decided as follows:

RESOLVED, that the Partnership be and it hereby is authorized and directed to distribute \$200,992,721 for the quarter ending June 30, 2011 as follows:

\$200,992,721

1. The Partnership will distribute \$200,992,721 to PHLP;
2. PHLP will then distribute \$200,992,721 as follows:

<u>Company</u>	<u>Amount</u>
The Corporation	\$ 497,457
PLP Associates Holdings Inc.	495,264
PLP Associates Holdings L.P.	<u>\$ 200,000,000</u>
TOTAL	<u>\$ 200,992,721</u>

3. PLP Associates Holdings L.P. will thereafter distribute \$200,000,000 to BR Holdings Associates L.P.; and

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4. BR Holdings Associates L.P. will then distribute \$200,000,000 as follows:

<u>Company</u>	<u>Amount</u>
Beacon Company	\$ 100,000,000
Rosebay Medical Company L.P.	100,000,000
TOTAL	<u>\$ 200,000,000</u>

; and further

RESOLVED, that the proper officers of the Corporation be and each of them hereby is authorized and directed to make, execute and deliver, or cause to be made, executed and delivered on behalf of itself, the Partnership and PHLP all such agreements, documents, instruments and other papers, as they may deem necessary or appropriate to carry out the purposes and intent of the foregoing resolutions.

There being no further business to come before the Meeting, the same was,
upon motion, adjourned.



Stuart D. Baker
Secretary

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